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Feb 13, 2007

Florida Secretary of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Organization of Holley Real Estate Holdings

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the proposed Articles of Amendment to Articles of Organization of Holley Real Estate Holdings of Lakeland, LLC ("Amendment") along with check number 10979 in the amount of \$25.00 for the filing fee. Please approve, file, and return verification to our office.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

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Enclosures LLN/dmr Sincerely,

naura J. Newlin

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF HOLLEY REAL ESTATE HOLDINGS OF LAKELAND, LLC

Pursuant to the provisions of Section 608.411, Florida Statutes, HOLLEY REAL ESTATE HOLDINGS OF LAKELAND, LLC, whose Articles of Organization were filed with the Florida Department of State on January 23, 2007, hereby adopts the following Articles of Amendment to Articles of Organization:

FIRST: Article

Article II is amended and restated as follows:

The mailing address of the Limited Liability Company is:

P.O. Box 1787

Lakeland, Florida, U.S. 33802

SECOND:

This certificate of amendment shall be effective at the time of its fi

the Florida Department of State.

Executed effective this 3/ day of January, 2007.

HOLLEY REAL ESTATE HOLDINGS OF LAKELAND, LLC, a Florida limited liability company

By:

Holley Automotive Enterprises,, LLC, a Florida limited liability company, its Sole Member and Managing Member

Michael R. Hølley, its Managing Member